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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

Bankruptcy Case No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case) (Jointly Administered)

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

** All papers shall be filed in the Lead Case No. 19-30088 (DM).*

**FINAL FEE APPLICATION OF BERMAN AND
TODDERUD LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

Date: TBD

Time: TBD

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Judge: Hon. Dennis Montali

INTRODUCTION

Berman and Todderud LLP (“Berman and Todderud”), special counsel to Debtors PG&E Corporation and Pacific Gas and Electric Corporation (the “Utility”), submits this Final Fee Application for Allowance and Payment of Compensation and Reimbursement of Expenses (“Final Fee Application”). This Final Fee Application is made pursuant to the *Order Pursuant to 11 U.S.C §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim*

1 *Compensation and Reimbursement of Expenses of Professionals*, entered on February 27, 2019
2 [Docket No. 701], sections 330 and 331 of title 11 of the United States Code, Rule 2016 of the Federal
3 Rules of Bankruptcy Procedure, the *Guidelines for Compensation and Expense Reimbursement of*
4 *Professionals and Trustees* (the “Northern District Guidelines”), the *United States Trustee Guidelines*
5 *for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C.*
6 § 330 (the “UST Guidelines”), and the Local Bankruptcy Rules for the Northern District of California.
7 Berman and Todderud respectfully requests that this Court issue an order (1) approving and allowing
8 Berman and Todderud’s fees in the amount of \$45,719.20 for the period June 1, 2020 through July 1,
9 2010 [Docket No. 8592]; (2) final allowance of fees and expenses identified in the Second Interim Fee
10 Application of Berman and Todderud LLP for Allowance and Payment of Compensation and
11 Reimbursement of Expenses (June 1, 2019 through September 30, 2019) [Docket No. 4705], the Third
12 Interim Fee Application of Berman and Todderud LLP for Allowance and Payment of Compensation
13 and Reimbursement of Expenses (October 1, 2019 through January 31, 2020) [Docket No. 6252], and
14 the Fourth Interim Fee Application of Berman and Todderud LLP for Allowance and Payment of
15 Compensation and Reimbursement of Expenses (February 1, 2020 through May 31, 2020) [Docket No.
16 8298]; and (3) final allowance of the fees and expenses previously approved in the Court’s prior fee
17 order relating to the First Interim Fee Application of Berman and Todderud LLP.¹ No objections have
18 been raised to the Second, Third or Fourth Interim Fee Application.² With respect to the First Interim
19 Fee Application, no objections were raised, although, as noted below, Berman and Todderud reached a
20 compromise with the Fee Examiner to reduce fees by \$10,000.

GENERAL INFORMATION

Name of Applicant: Berman and Todderud LLP

Authorized to Provide

¹ *In re PG&E Corporation and Pacific Gas and Electric Company*, Order Granting Interim Fee Application of Berman and Todderud LLP for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period February 1, 2019 Through and Including May 31, 2019, Docket No. 5670 (Feb. 6, 2020).

² The deadlines for objections to each of the Second, Third, and Fourth Interim Fee Applications have passed. The deadline for objections to the Monthly Fee Statement covering the period June 1, 2020 through July 1, 2020, filed on July 31, 2020, is August 21, 2020.

1 Professional Services to: Special Counsel for Debtors and Reorganized Debtors
2 Petition Date: January 29, 2019
3 Retention Date: July 3, 2019, effective February 1, 2019 [Docket No. 2860]
4 Prior Applications: First Interim Fee Application (February 1, 2019 through May 31,
5 2019), filed October 22, 2019 [Docket No. 4383];
6 Second Interim Fee Application (June 1, 2019 through September
7 30, 2019), filed November 13, 2019 [Docket No. 4705];
8 Third Interim Fee Application (October 1, 2019 through January
9 31, 2020), filed March 11, 2020 [Docket No. 6252];
10 Fourth Interim Fee Petition (February 1, 2020 through May 31,
11 2020), filed July 8, 2020 [Docket No. 8298];
12 Monthly Fee Statement (June 1, 2020 through July 1, 2020), filed
13 July 31, 2020 [Docket No. 8592].
14 Final Fee Period: February 1, 2019 through July 1, 2020.
15

16 **SUMMARY OF FEES AND EXPENSES**

17 Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$1,518,054.42
18 Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$5,588.33
19 Total Compensation and Expenses Requested for the Compensation Period: \$1,523,642.75
20

21 **SUMMARY OF PRIOR FEE STATEMENTS**

22 ***First Interim Fee Application: Docket No. 4383, Filed October 22, 2019***

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|----------------------------|-------------------------|----------------|--------------------|--------------|---------------|-------------------------|
| 9/11/19 [Dkt. No. 3877] | 2/1/2019 – 2/28/2019 | \$76,805.60 | \$0 | \$76,805.60 | \$0 | \$15,361.12 |
| 9/11/19 [Dkt. No. 3877] | 3/1/2019- 3/31/2019 | \$86,127.60 | \$0 | \$86,127.60 | \$0 | \$17,225.52 |
| 9/11/19 [Dkt. No. 3877] | 4/1/2019- 4/30/2019 | \$135,308.80 | \$0 | \$135,308.80 | \$0 | \$27,061.76 |

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|----------------------------|---------------------------|---------------------|--------------------|---------------------|---------------|-------------------------|
| 9/11/19 [Dkt. No. 3877] | 5/1/2019-5/31/2019 | \$98,050.40 | \$0 | \$88,050.40 | \$0 | \$19,610.08 |
| TOTALS | 2/1/2019-5/31/2019 | \$396,292.40 | \$0 | \$386,292.40 | \$0 | \$79,258.48 |

Order Approving First Interim Fee Application, Docket No. 5670: Pursuant to agreement with the Fee Examiner, Berman and Todderud reduced its fee claim by \$10,000 to \$386,292.40, which the Court allowed.

Second Interim Fee Application: Docket No. 4705, Filed Nov. 13, 2019

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|-----------------------------|---------------------------|---------------------|--------------------|---------------------|-------------------|-------------------------|
| 9/11/19 [Dkt. No. 3877] | 6/1/2019 – 6/30/2019 | \$86,370.00 | \$1,400.29 | \$69,096.00 | \$1,400.29 | \$17,274.00 |
| 9/17/19 [Dkt. No. 3914] | 7/1/2019-7/31/2019 | \$83,893.60 | \$1,810.01 | \$67,114.88 | \$1,810.01 | \$16,778.72 |
| 9/30/19 [Dkt. No. 4033] | 8/1/2019-8/31/2019 | \$64,112.40 | \$2,378.03 | \$51,289.92 | \$2,378.03 | \$12,822.48 |
| 10/31/19 [Dkt. No. 4533] | 9/1/2019-9/30/2019 | \$141,618.00 | \$0 | \$113,294.40 | \$0 | \$28,323.60 |
| TOTALS | 6/1/2019-9/30/2019 | \$375,994.00 | \$5,588.33 | \$300,795.20 | \$5,588.33 | \$75,198.80 |

Third Interim Fee Application: Docket No. 6252, Filed March 11, 2020

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|-----------------------------|----------------------|----------------|--------------------|-------------|---------------|-------------------------|
| 12/02/19 [Dkt. No. 4920] | 10/1/19 – 10/31/19 | \$106,185.60 | \$0 | \$84,948.48 | \$0 | \$21,237.12 |
| 1/14/20 [Dkt. No. 5363] | 11/1/2019-11/30/2019 | \$83,900.00 | \$0 | \$67,120.00 | \$0 | \$16,780.00 |
| 1/31/20 [Dkt. No. 5578] | 12/1/2019-12/31/2019 | \$90,417.62 | \$0 | \$72,334.10 | \$0 | \$18,083.52 |

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|---------------------------|----------------------------|---------------------|--------------------|---------------------|---------------|-------------------------|
| 3/2/20 [Dkt. No. 5991] | 1/1/2020-1/31/2020 | \$96,053.60 | \$0 | \$76,842.88 | \$0 | \$19,210.72 |
| TOTALS | 10/1/2019-1/31/2020 | \$376,556.82 | \$0 | \$301,245.46 | \$0 | \$75,311.36 |

Note-The Third Interim Fee Statement reflects an agreed-upon discount, reducing the December 2019 fees in the amount of \$1,353.58.

Fourth Interim Fee Application: Docket No. 8298, Filed July 8, 2020

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|-------------------------------|---------------------------|---------------------|--------------------|---------------------|---------------|-------------------------|
| 03/30/2020 [Dkt. No. 6517] | 2/1/2020 – 2/29/2020 | \$95,656.40 | \$0 | \$76,525.12 | \$0 | \$19,131.28 |
| 4/30/2020 [Dkt. No. 7008] | 3/1/2020-3/31/2020 | \$115,784.40 | \$0 | \$92,627.52 | \$0 | \$23,156.88 |
| 6/1/2020 [Dkt. No. 7683] | 4/1/2020-4/30/2020 | \$95,541.60 | \$0 | \$76,433.28 | \$0 | \$19,108.32 |
| 7/1/2020 [Dkt. No. 8227] | 5/1/2020-5/31/2020 | \$26,509.60 | \$0 | \$0 | \$0 | \$5,301.92 |
| TOTALS | 2/1/2020-5/31/2020 | \$333,492.00 | \$0 | \$245,585.92 | \$0 | \$66,698.40 |

Fee Statement for June 1, 2020 through July 1, 2020

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Paid Fees | Paid Expenses | Holdback Fees Requested |
|------------------------------|---------------------|----------------|--------------------|-----------|---------------|-------------------------|
| 7/31/2020 [Dkt. No. 8592] | 6/1/2020 – 7/1/2020 | \$45,719.20 | \$0 | \$0 | \$0 | \$9,143.84 |

Compensation sought in this Final Fee Statement not yet paid: \$284,135.44.

1

COMPENSATION BY PROFESSIONAL

FEBRUARY 1, 2019 THROUGH JULY 1, 2020

2

3 The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases
4 during the Final Fee Period are:

| NAME OF PROFESSIONAL: | POSITION | YEAR ADMITTED | HOURLY RATE | TOTAL HOURS BILLED | TOTAL COMPENSATION |
|-----------------------------|----------|---------------|-------------|--------------------|-----------------------|
| Stan Berman | Partner | 1988 | \$920 | 901.2 | \$829,104.00 |
| Eric Todderud | Partner | 1987 | \$692 | 1,012.0 | \$700,304.00 |
| Discounts | | | | | (\$11,353.58) |
| Total Professionals: | | | | 1,913.2 | \$1,518,054.42 |

| PROFESSIONALS | BLENDED RATE (rounded to nearest dollar) | TOTAL HOURS BILLED | TOTAL COMPENSATION |
|---------------|--|--------------------|--------------------|
| Partners | \$793 | 1913.2 | \$1,518,054.42 |

11

DESCRIPTION OF WORK/COMPENSATION BY WORK TASK CODE

FEBRUARY 1, 2019 THROUGH JULY 1, 2020

12

13 Nearly all time billed by Berman and Todderud during the Final Fee Period was for work in
14 connection with a single project: pursuing litigation before the Federal Energy Regulatory Commission
15 to recover refunds for the electric ratepayers of Pacific Gas and Electric Company for overcharges that
16 occurred during the 2000-2001 California energy crisis. The work has been going on for many years,
17 and resulted in several dozen settlement agreements and billions of dollars in recoveries, and the work
18 has largely focused on implementing those agreements in a way that will allow the books to be finally
19 closed out after the 2000-2001 California energy crisis. Because of the narrow scope of our work, it is
20 difficult to segregate the billable time into discrete project codes.

21

22 Separating our time into overlapping and subjective “project” categories would not
23 meaningfully aid in the review of our bills. Rather, we provided descriptions of our work under the
24 heading Project Billing and Narrative Statement of Services Rendered of the various fee applications.

25

EXPENSE SUMMARY
FEBRUARY 1, 2019 THROUGH JULY 1, 2020

Berman and Todderud incurred reimbursable expenses in the Second Interim Fee Period in the total amount of \$5,588.33. Berman and Todderud has have not sought reimbursement for any other expenses. All requested reimbursements were for travel related to settlement negotiations for the Utility. The reimbursement claims are consistent with the Northern District Guidelines, the UST Guidelines, and this Court's orders.

Dated: August 3, 2020

Respectfully submitted,

BERMAN AND TODDERUD LLP

By: /s/ Eric Todderud
Eric Todderud

Special Counsel to Debtors and Reorganized Debtors

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